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CT CORPORATION SYSTEM

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CORPORATION(S) NAME

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RFK Enterprises, Inc. (Mass.)

into

RFK Enterprises, Inc. (Fl.)

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N. HENDRICKS JAN - 3 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 2, 1997

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: BFK ENTERPRISES, INC.
Ref. Number: P96000104590

We have received your document for BFK ENTERPRISES, INC. and check(s) totaling \$10. However, your check(s) and document are being returned for the following:

The Agreement of Merger states in #5 that the officers and directors are stated in the Articles of Merger. However, there are not any listed. Please change that statement or attach a list of officers and directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 197A00000011

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BFK ENTERPRISES, INC., A NON QUALIFIED MASSACHUSETTS
CORPORATION.

INTO

BFK ENTERPRISES, INC., a Florida corporation, P96000104590.

File date: December 31, 1996

Corporate Specialist: Nancy Hendricks

The plan of merger may set forth:

(4) Amendments to, or a restatement of the articles of incorporation of the surviving corporation; and

(5) Other provisions relating to the merger.)

FIFTH: The effective date of the certificate of merger shall be the 31st
day of December 1996.

(NOTE: The effective date of the merger may be on or after the date of filing the certificate. If the articles of merger do not provide for an effective date of the merger, then the effective date shall be the date on which the articles of merger are filed.)

SIXTH: If shareholder approval was not required, a provision to that effect is as follows: N/A

SEVENTH: The plan of merger was adopted by the shareholders (or the Board of Directors when no vote of the shareholders is required) of BFK Enterprises, Inc., on
(Name of merged corporation)
the 31st day of December, 1996 and was adopted by the shareholders
(or the Board of Directors when no vote of the shareholders is required) of _____
BFK Enterprises, Inc. on
(Name of surviving corporation)
the 31st day of December, 1996.

Signed this 31st day of December, 1996.

BFK Enterprises, Inc., a Florida Corporation
(Name of surviving corporation)

By *Gerard Blain, Jr.*
(Chairman or Vice Chairman of the Board
of Directors, or President or another officer)


Gerard Blain, Jr.
(Name)

President
(Title)

BFK Enterprises, Inc.

(Name of merged corporation)

By



(Chairman or Vice Chairman of the Board
of Directors, or President or another officer)

Gerard Blain, Jr.

(Name)

President

(Title)

AGREEMENT OF MERGER

AGREEMENT OF MERGER dated December 31, 1996, by and between BFK ENTERPRISES, INC., a Massachusetts corporation ("Enterprises"), and BFK ENTERPRISES, INC., a Florida corporation ("BFK" or the "Surviving Corporation").

WHEREAS, Enterprises and BFK deem it in the best interest of each corporation and their respective stockholders that Enterprises merge into BFK pursuant to this Agreement and Section 79 of the Massachusetts Business Corporation Law, and Chapter 607 of the Florida Business Corporation Act;

NOW, THEREFORE, Enterprises and BFK, each in consideration of the other party joining in the execution and delivery of this Agreement, hereby act and agree as follows:

1. Merger and Surviving Corporation. On the Effective Date of the Merger (as hereinafter defined), (a) Enterprises shall be merged into BFK, (b) BFK shall be the surviving corporation, and in such capacity is hereinafter sometime referred to as the "Surviving Corporation" and (c) the separate existence of Enterprises shall cease.

2. Purpose of Surviving Corporation. The purpose of the Surviving Corporation shall be as follows:

To purchase, lease, own, subdivide, finance, develop, management or otherwise, of any real estate and to engage in all other activities permitted under Chapter 607 of the Florida Business Corporation Act.

3. Capital Structure of Surviving Corporation. The Surviving Corporation is authorized to issue 3,000 shares of common stock, no par value (the "Common Stock").

4. Conversion of Shares. On the Effective Date of the Merger, each share of common stock, no par value, of Enterprises, then issued and outstanding shall be converted into its equivalent of issued and outstanding shares of common stock, no par value, of the Surviving Corporation. Thereupon, certificates for shares of common stock of Enterprises ("Enterprises Common Certificates"), shall entitle the holder thereof to receive certificates for the appropriate number of fully paid and non-assessable shares of common stock of the Surviving Corporation upon presentation and surrender of the Enterprises Common Certificates to the Surviving Corporation. Pending presentation and surrender, such Enterprises Common Certificates shall be deemed for all purposes, including payment of dividends, to evidence ownership of the shares of common stock of the Surviving Corporation into which the shares of Enterprises shall have been so converted.

The shares of common stock of BFK then issued and outstanding shall not be converted as a result of this merger, but shall remain outstanding as shares of common stock of the Surviving Corporation.

5. Officers and Directors. The Directors and officers of Enterprises shall be removed and the officers and directors of BFK shall be those stated on the Articles of Merger, a true copy of which is attached hereto and incorporated hereunder by reference.

6. Stockholder Approval. This agreement shall be submitted to the stockholders of BFK and Enterprises at a meeting thereof called for the purpose of considering and acting upon this agreement.

7. Effective Date of Merger. As used herein, the term "Effective Date of the Merger" shall be December 31, 1996, the day of acceptance of the Articles of Merger by the Secretary of the Commonwealth of Massachusetts and the Secretary of the State of Florida.

8. Articles of Merger. Following the approval of this agreement by vote of the holders of two-thirds of the shares of each class of stock of BFK and Enterprises outstanding and entitled to vote on the question, Articles of Merger consistent with the terms of this Agreement shall be filed with the Secretary of the Commonwealth of Massachusetts pursuant to Section 79 of the Massachusetts Business Corporation Law, and with the Secretary of the State of Florida pursuant to Chapter 607 of the Florida Business Corporation Act.

9. Abandonment. The merger contemplated by this Agreement may be abandoned by mutual consent and agreement of Enterprises and BFK at any time prior to the filing of the Articles of Merger with the Secretary of the Commonwealth of Massachusetts and the State of Florida and shall be abandoned if this Agreement has not been approved by the stockholders of both BFK and Enterprises on or before January 30, 1997.

WITNESS the execution hereof under seal on the day and year first above written.

BFK ENTERPRISES, INC.

CORPORATE SEAL

BY: *Gerard Blain, Jr.*
Gerard Blain, Jr.,
President

BFK ENTERPRISES, INC.

CORPORATE SEAL

BY: *Gerard Blain, Jr.*
Gerard Blain, Jr.,
President

FROM :

1997.01-02 14:19 #327 P.02/02

SCHEDULE A

OFFICERS:

President:

Gerard Blain, Jr.
2927 S.E. 10th Avenue
Cape Coral, FL 33904

Treasurer:

William J. Fernald
1403 Treasure Island
Webster, MA 01570

Clerk:

Richard L. Keith
1401 Treasure Island
Webster, MA 01570

DIRECTORS:

Gerard Blain, Jr.
2927 S.E. 10th Avenue
Cape Coral, FL 33904

William J. Fernald
1403 Treasure Island
Webster, MA 01570

Richard L. Keith
1401 Treasure Island
Webster, MA 01570

Roland J. Desautels, III
96 Daggett Avenue
Pawtucket, RI 02861